

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re INACOM CORP., *et al.*,

INACOM CORP., on behalf of all affiliated Debtors, ¹	Civil Action No. 04-600 GMS
Plaintiff,	Adversary Case No. 02-04439 (PJW)
v.	Bankruptcy Case No. 00-2426 (PJW)
MATT CHRISTOPHER GROUP, INC.,	
Defendant.	

**NOTICE AND STIPULATION OF
VOLUNTARY DISMISSAL WITH PREJUDICE OF COMPLAINT**

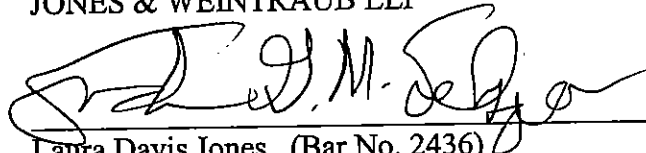
PLEASE TAKE NOTICE that, pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, as made applicable hereto by Rule 7041 of the Federal Rules of Bankruptcy Procedure, plaintiff InaCom Corp., *et al*, on behalf of all affiliated Debtors, and defendant Matt Christopher Group, Inc. hereby stipulate to the voluntary dismissal with prejudice of the *Complaint for Avoidance and Recovery of Preferential Transfers* (Docket No. 1 in the United States Bankruptcy Court for the District of Delaware, Adversary Case No. 02-04439) (the "Complaint") in the above-captioned action.

¹ The Debtors are the following entities: InaCom Corp.; InaCom Latin America; InaCom Solutions, Inc.; InaCom Communications, Inc.; InaComp Financial Services, Inc.; Perigee Communications, Inc.; Networks, Inc.; Gorham Clark, Inc.; InaCom International, Inc.; InaCom Tennessee, Inc.; InaCom Professional Services, Inc.; Kure Associates, Inc.; Office Products of Minnesota, Inc.; Boston Computer Exchange Corporation; PC Technical Services, Inc.; Vanstar Corporation; Computerland International Development, Inc.; Computerport World Trade, Inc.; Vanstar International Corporation; VST West, Inc.; VST Illinois, Inc.; VSTNC, Inc.; Cland Tex, Inc.; InaCom Government Systems, Inc.; Contract Data, Inc.; Computer Professionals, Inc.; Vanstar Professional Technical Resources, Inc.

The parties stipulate to the dismissal of the Complaint with prejudice because the parties therein have settled the dispute at issue, and each party shall bear its own costs and attorneys fees incurred in the proceeding.

Dated: 3/3, 2006

PACHULSKI STANG ZIEHL YOUNG
JONES & WEINTRAUB LLP

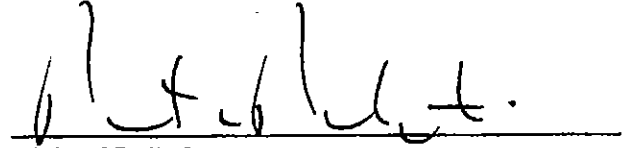


Laura Davis Jones (Bar No. 2436)
Sandra G. M. Selzer (Bar No. 4283)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Andrew W. Caine (Bar No. 110345)
Jeffrey P. Nolan (Bar No. 158923)
10100 Santa Monica Blvd., Suite 1100
Los Angeles, CA 90067
Telephone: (310) 277-6910
Facsimile: (310) 201-0760

Counsel for Debtor/Plaintiff

ROBERTSON & ASSOCIATES, P.A.



Richard L. Robertson
2730 East W. T. Harris Boulevard, Suite 101
Charlotte, NC 28213-4108
Telephone: (704) 597-5774
Facsimile: (704) 599-5603

Counsel for Matt Christopher Group, Inc.